

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF PENNSYLVANIA

In re: : Chapter 11
: :
WJO, Inc., : Bk. No.: 10-19894-jkf
: :
Debtor :

**REVISED ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KEIFER & TSAROUHIS, LLP AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
PURSUANT TO §§ 328(a) AND 1103(a) OF THE BANKRUPTCY CODE**

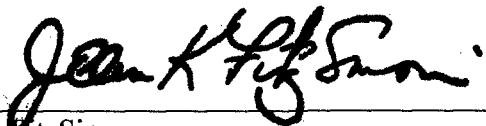
And now this _____ day of _____, 2011, after notice and hearing and upon good cause being shown, and this matter coming before the Court on the Application of the Official Committee of Unsecured Creditors (the "Committee") Pursuant to Section 328(a) and 1103(a) of the Bankruptcy Code for Authority to Employ Keifer & Tsarouhis, LLP as Counsel to the Official Committee of Unsecured Creditors (the "Application"); the Court having reviewed the Application; the Court having reviewed Debtor's Objection to the Application; the Court having reviewed the Supplemental Declarations and Withdrawal of Appearance of Praxair Distribution, Inc. by the Applicant; the Court finding that (1) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (2) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); and (3) notice of this Application having been provided to, *inter alia*, the Office of the United States Trustee for the Eastern District of Pennsylvania; counsel for the Debtor, Ciardi, Ciardi and Astin; all parties that have filed requests for service of filings pursuant to Bankruptcy Rule 2002; and all entities with a particularized interest in the subject matter of this Application; and the Court having considered the original Declaration and subsequent Amendments to the Declaration of Demetrios H. Tsarouhis in Support of Application of Official Committee of Unsecured Creditors Pursuant to Sections 328(a) and 1103(a) of the Bankruptcy

Code for Authority to Employ Keifer & Tsarouhis, LLP as Counsel to the Official Committee of Unsecured Creditors; and the Court having determined that the legal and factual basis set forth in the Application and in the Demetrios H. Tsarouhis Declaration establish just cause for the relief granted herein; and the Court having determined that the relief sought in the Application is in the best interests of the Committee, the Debtor and its estate; and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. Pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, the Committee is authorized to employ and retain Keifer & Tsarouhis, LLP as its counsel under a general retainer upon the terms and conditions set forth in the Application.
3. Keifer & Tsarouhis, LLP shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, local rules of the Court and such procedures as may be fixed by order of this Court with all compensation subject to application, notice and entry of an appropriate order.
4. This Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

Dated: February 24, 2011



Jean K. FitzSimon
UNITED STATES BANKRUPTCY JUDGE